

**CIRCUIT COURT OF COLE COUNTY
STATE OF MISSOURI**

**KEITH WENZEL, Director, Department of)
Insurance, State of Missouri,)**

Plaintiff,)

v.)

**GENERAL AMERICAN MUTUAL)
HOLDING COMPANY, a Missouri)
Mutual Holding Company,)**

Defendant.)

Case No. CV _____

Plan Confirmation hearing:

Date: November 10, 1999

Time: 9:00 a.m. CST

**Place: Cole County Courthouse
Circuit Court, Division I
Judge Thomas J. Brown, III
301 E. High Street
Jefferson City, MO**

To All Interested Parties:

**NOTICE OF: (1) HEARING ON APPLICATION FOR APPROVAL OF
REORGANIZATION PLAN, AND (2) LAST DAY FOR FILING
OBJECTIONS TO APPROVAL OF REORGANIZATION PLAN**

NOTICE IS HEREBY GIVEN that on September 17, 1999, an order was entered by the Circuit Court of Cole County, Missouri ("the Rehabilitation Court"), placing General American Mutual Holding Company ("GAMHC"), a Missouri mutual holding company, into rehabilitation pursuant to the Missouri Insurance Code ("the Rehabilitation Order") for the purpose of presenting and considering evidence in support of or in opposition to a plan of reorganization and otherwise as set forth below.

PLEASE TAKE FURTHER NOTICE that the subsidiaries of GAMHC, including General American Life Insurance Company, are not in rehabilitation proceedings, and the proposed plan of reorganization described below does not affect the rights under policies issued by General American Life Insurance Company or the other insurance company subsidiaries.

1. The Rehabilitation Order affirms the appointment of Keith Wenzel, Director of the Missouri Department of Insurance, as statutory Rehabilitator of GAMHC ("the Rehabilitator").

2. The Rehabilitation Order acknowledges that the Rehabilitator has prepared a reorganization plan respecting GAMHC ("the Reorganization Plan") and has applied to the Rehabilitation Court for approval of the Reorganization Plan.

3. On August 26, 1999, GAMHC entered into a Stock Purchase Agreement, as amended ("the Agreement") with Metropolitan Life Insurance Company, a New York mutual life insurance company ("MetLife"). The Agreement provides for the sale of GAMHC's stock in GenAmerica Corporation, a Missouri holding company ("GAC"), to MetLife, subject to appropriate regulatory and court approvals. GAC owns, in whole or in part, directly or indirectly, a number of subsidiaries, including direct ownership of 100% of the stock of General American Life Insurance Company ("GALIC"), a Missouri stock life insurance company that has been in administrative supervision pursuant to Mo. Rev. Stat. ' 375.1160 since August 10, 1999. The purpose of the Reorganization Plan is (a) to facilitate the sale of GAMHC's stock in GAC to MetLife and (b) to provide for the distribution of the proceeds of such sale to the creditors and the members of GAMHC. If the Reorganization Plan is approved by the Rehabilitation Court and the change of control of GAC and its subsidiaries is approved by the necessary state insurance regulators, then GAMHC's sale of its stock in GAC to MetLife will proceed in accordance with the Agreement. MetLife will then own GAC and, indirectly, the GAC subsidiaries, including GALIC.

4. A related order also entered by the Rehabilitation Court approves portions of the Agreement and sets forth specific procedures whereby offers to purchase GAC that compete with the MetLife transaction set forth in the Agreement can be submitted to and considered by the Rehabilitator, and countered by MetLife.

5. The Reorganization Plan anticipates that the proceeds of the sale of the GAC stock to MetLife will eventually be distributed to satisfy taxes and expenses of GAMHC, certain indemnity obligations GAMHC owes to MetLife under the Agreement and certain claims for GAMHC liabilities not being assumed by MetLife pursuant to the Agreement, and to the members of GAMHC.

6. Under the Rehabilitation Order, interested parties can file written objections with the Rehabilitation Court objecting to the Rehabilitator's request that the Rehabilitation Court approve the Reorganization Plan. Any objection to approval of the Reorganization Plan must be made in writing, must specify in detail the name and address of the objector, the grounds for the objection, the amount of the objector's claim, and the basis by which the objector has standing to make the objection. Evidentiary support for the objection is to be made by way of written declaration submitted under penalty of perjury, and the objection must be accompanied by a memorandum of points and authorities. **Objections and accompanying memoranda of legal points and authorities must be filed in this case with the Circuit Clerk of Cole County, Missouri, 305 Courthouse, 301 E. High Street, P.O. Box 1156, Jefferson**

City, MO 65102-1156 and served so as to be received by each of the following parties no later than 5:00 p.m. C.D.T. on October 27, 1999:

General American Mutual Holding Company Missouri Department of Insurance 700 Market Street Louis, MO 63101 Att'n: Robert Banstetter Facsimile: (314) 444-0510	Harry S Truman State Office Building, St. Room 630 301 West High Street Jefferson City, MO 65102 Att'n: Eric A. Martin, General Counsel Facsimile: (573) 526-5492
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Sidley & Austin One First National Plaza 55th Floor Chicago, IL 60603 Att'n: Richard G. Clemens James R. Stinson Facsimile: (312) 853-7036	Sidley & Austin 555 West Fifth Street 40th Floor Los Angeles, CA. 90013 Att'n: Thomas E. Patterson Facsimile: (213) 896-6600
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Metropolitan Life Insurance Company One Madison Avenue New York, N.Y. 10010-3690 Att'n: Robert Einstein Facsimile: (212) 578-3916	Dewey Ballantine LLP 1301 Avenue of the Americas New York, N.Y. 10019 Att'n: Jonathan L. Freedman Jeff S. Liebmann Facsimile: (212) 259-6381
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LeBoeuf, Lamb, Greene & MacRae, L.L.P. 125 West 55th Street New York, N.Y. 10019 Att'n: Alexander M. Dye Facsimile: (212) 424-8500	LeBoeuf, Lamb, Greene & MacRae, L.L.P. 725 S. Figueroa St., Suite 3600 Los Angeles, CA 90017 Att'n: Helen Duncan Facsimile: (213) 955-7399
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Carson & Coil, P.C. 515 E. High St. P.O. Box 28 Jefferson City, MO 65102 Att'n: Dana L. Frese Facsimile (573) 636-7119	Polsinelli, White, Vardeman & Shalton 127 E. High St. P.O. Box 275 Jefferson City, MO 65101 Att'n: Lewis E. Melahn Facsimile (573) 635-9004
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The failure to object in a timely fashion to the Reorganization Plan in accordance with the Rehabilitation Order may result in the waiver of such objection. Any evidence that is not

timely presented in accordance with the Rehabilitation Order may be stricken and may not be considered by the Rehabilitation Court.

7. The Rehabilitation Court has scheduled a hearing for November 10, 1999, beginning at 9:00 a.m., CST, in the Circuit Court of Cole County, Missouri, Division I, Honorable Thomas J. Brown, III, 301 E. High Street, Jefferson City, Missouri, to consider any objections filed in response to the Rehabilitator's application to the Rehabilitation Court to approve the Reorganization Plan ("the Plan Confirmation Hearing"). Interested parties who timely file objections may participate in the Plan Confirmation Hearing.

Any interested party seeking a copy of the Rehabilitation Order or the Reorganization Plan may download copies from the Missouri Insurance Department's website <http://www.insurance.state.mo.us> or may contact counsel for the Rehabilitator in writing at the address below:

Richard G. Clemens
Sidley & Austin
One First National Plaza
Chicago, IL 60603